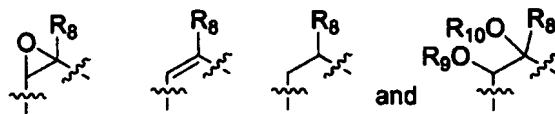
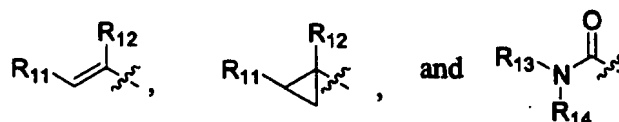


wherein:

Q is selected from the group consisting of



G is selected from the group consisting of alkyl; substituted alkyl; substituted aryl; a 4 to 7 membered monocyclic, 7 to 11 membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur;



W is O or NR₁₅;

X is O or H, H;

Y is selected from the group consisting of O; H, OR₁₆; OR₁₇, OR₁₇; NOR₁₈; H, NHOR₁₈; H, NR₂₀R₂₁; H, H; and CHR₂₂; wherein OR₁₇, OR₁₇ can be a cyclic ketal;

Z₁ and Z₂ are independently CH₂;

B₁ and B₂ are independently selected from the group consisting of OR₂₄, OCOR₂₅, and O-C(=O)-NR₂₆R₂₇, and when B₁ is OH and Y is OH, H they can form a six-membered ring ketal or acetal;

R₁, R₂, R₃, R₄, R₅, R₇, R₁₃, R₁₄, R₁₈, R₁₉, R₂₀, R₂₁, R₂₂, R₂₆, and R₂₇ are selected from the group consisting of H, alkyl, substituted alkyl, and aryl, and when R₁ and R₂ are alkyl can be joined to form a cycloalkyl; and when R₃ and R₄ are alkyl can be joined to form a cycloalkyl;

R₆ is methyl;

R₉, R₁₀, R₁₆, R₁₇, R₂₄, R₂₅ and R₃₁ are selected from the group consisting of H, alkyl, and substituted alkyl;

R₁₁, R₁₂, R₂₈, R₃₀, R₃₂, and R₃₃ are selected from the group consisting of H; alkyl; substituted alkyl; aryl; substituted aryl; cycloalkyl containing 1 to 3 rings and 3 to 7 carbons per ring which may be further fused with an unsaturated C₃-C₇ carbocyclic ring; and [heterocycle] a 4 to 7 membered monocyclic, 7 to 11 membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur;

R₈ is hydrogen or methyl;

R₁₅, R₂₃ and R₂₉ are selected from the group consisting of H; alkyl; substituted alkyl; aryl; substituted aryl; cycloalkyl containing 1 to 3 rings and 3 to 7 carbons per ring which may be further fused with an unsaturated C₃-C₇ carbocyclic ring; a 4 to 7 membered monocyclic, 7 to 11

membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur; $R_{32}C=O$, $R_{33}SO_2$, hydroxy, O-alkyl or O-substituted alkyl;

or pharmaceutically acceptable salts, hydrates, solvates or geometric, optical or stereoisomers thereof;

with the proviso that compounds wherein

W and X are both O; and

R_1 , R_2 and R_7 are H; and

R_3 , R_4 and R_6 are methyl; and

R_8 is H or methyl; and

$[Z_1$, and Z_2 , are CH_2 ; and]

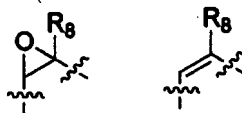
G is 1-methyl-2-(substituted-4-thiazolyl-ethenyl; and

Q is as defined above

are excluded.

2. (amended) The compound of claim 1, wherein

Q is



X is O;

Y is O;

Z_1 , and Z_2 , are CH_2 ; and

W is NR_{15} .

4. (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urothelial cancer, esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim 1.

8. (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urothelial cancer, esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of

B³ said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim 2.

B⁴ 11. (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urothelial cancer, esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim 3.

B⁵ 15. (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urothelial cancer, esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim 14.⁸

B⁶ 17 23. (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urothelial cancer, esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim 18.¹³

B⁷ 19 25. (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urothelial cancer, esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim 20.¹⁴

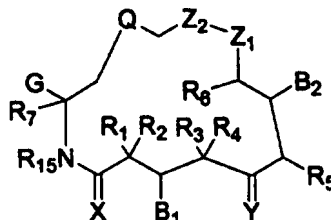
B⁸ 21 27. (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urothelial cancer, esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim 21.¹⁵

B⁹ 23 29. (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urothelial cancer,

59 esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim 22. / 6

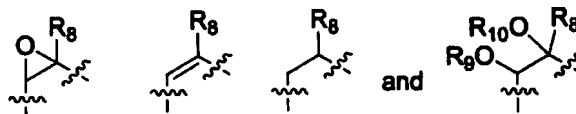
33
610 39. (amended) The method of claim 4, further comprising administering one or more of an additional anti-cancer agent.

53
611 59. (amended) A compound of the formula:

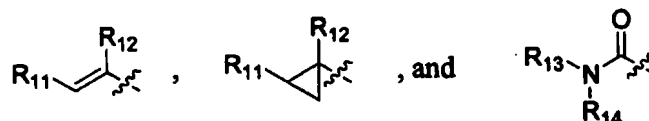


wherein:

Q is selected from the group consisting of



G is selected from the group consisting of alkyl; substituted alkyl; substituted aryl; a 4 to 7 membered monocycle, 7 to 11 membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur;



X is O or H, H;

Y is selected from the group consisting of O; H, OR₁₆; OR₁₇, OR₁₇; NOR₁₈; H, NHOR₁₉; H, NR₂₀R₂₁; H, H; and CHR₂₂; wherein OR₁₇, OR₁₇ can be a cyclic ketal;

Z₁ and Z₂ are independently CH₂;

B₁ and B₂ are independently selected from the group consisting of OR₂₄, OCOR₂₅, and O-C(=O)-NR₂₆R₂₇, and when B₁ is OH and Y is OH, H they can form a six-membered ring ketal or acetal;

R₁, R₂, R₃, R₄, R₅, R₇, R₁₃, R₁₄, R₁₈, R₁₉, R₂₀, R₂₁, R₂₂, R₂₆, and R₂₇ are selected from the group consisting of H, alkyl, substituted alkyl, and aryl, and when R₁ and R₂ are alkyl can be joined to form a cycloalkyl; and when R₃ and R₄ are alkyl can be joined to form a cycloalkyl;

R₆ is methyl;

R₉, R₁₀, R₁₆, R₁₇, R₂₄, R₂₅ and R₃₁ are selected from the group H, alkyl, and substituted alkyl;

R₁₁, R₁₂, R₂₈, R₃₀, R₃₂, and R₃₃ are selected from the group consisting of H; alkyl; substituted alkyl; aryl; substituted aryl; cycloalkyl containing 1 to 3 rings and 3 to 7 carbons per ring which may be further fused with an unsaturated C₃-C₇ carbocyclic ring; and a 4 to 7 membered monocyclic, 7 to 11 membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur;

R₈ is hydrogen or methyl;

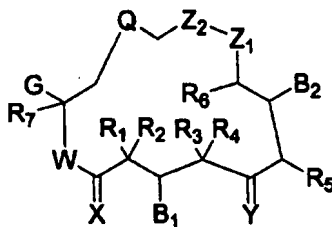
R₁₅, R₂₃ and R₂₉ are selected from the group consisting of H; alkyl; substituted alkyl; aryl; substituted aryl; cycloalkyl containing 1 to 3 rings and 3 to 7 carbons per ring which may be further fused with an unsaturated C₃-C₇ carbocyclic ring; a 4 to 7 membered monocyclic, 7 to 11 membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur; R₃₂C=O, R₃₃SO₂, hydroxy, O-alkyl or O-substituted alkyl;

or pharmaceutically acceptable salts, hydrates, solvates or geometric, optical or stereoisomers thereof.

54
60. (amended) A method of treating breast cancer, ovarian cancer, colon cancer, head and neck cancer, lung cancer, gynecological cancers, brain cancer, germ cell cancer, urothelial cancer, esophageal cancer, prostate cancer, bladder cancer, or pancreatic cancer in a patient in need of said treatment which comprises administering to said patient a therapeutically effective amount of a compound of claim 59.⁵³

57
63. (amended) The method of claim 60, further comprising administering one or more of an additional anti-cancer agent.⁵⁴

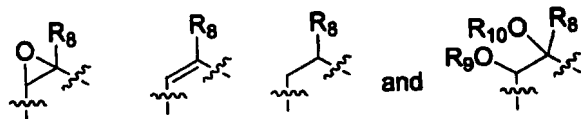
62
68. (amended) A compound of the formula:



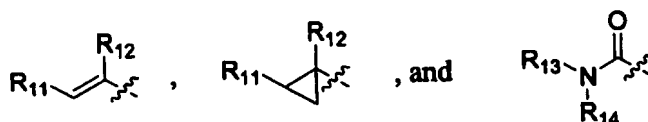
V

wherein:

Q is selected from the group consisting of



G is selected from the group consisting of alkyl; substituted alkyl; substituted aryl; a 4 to 7 membered monocycle, 7 to 11 membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur;



W is O or NR₁₅;

X is O or H, H;

Y is selected from the group consisting of O; H, OR₁₆; OR₁₇, OR₁₇; NOR₁₈; H, NHOR₁₉; H, NR₂₀R₂₁; H, H; and CHR₂₂; wherein OR₁₇, OR₁₇ can be a cyclic ketal;

Z₁ and Z₂ are independently CH₂;

B₁ and B₂ are independently selected from the group consisting of OR₂₄, OCOR₂₅, and O-C(=O)-NR₂₆R₂₇, and when B₁ is OH and Y is OH, H they can form a six-membered ring ketal or acetal;

R₁, R₂, R₃, R₄, R₅, R₇, R₁₃, R₁₄, R₁₈, R₁₉, R₂₀, R₂₁, R₂₂, R₂₆, and R₂₇ are selected from the group consisting of H, alkyl, substituted alkyl, and aryl, and when R₁ and R₂ are alkyl can be joined to form a cycloalkyl; and when R₃ and R₄ are alkyl can be joined to form a cycloalkyl;

R₈ is methyl;

R₉, R₁₀, R₁₆, R₁₇, R₂₄, R₂₅ and R₃₁ are selected from the group H, alkyl, and substituted alkyl;

R₁₁, R₁₂, R₂₈, R₃₀, R₃₂, and R₃₃ are selected from the group consisting of H; alkyl; substituted alkyl; aryl; substituted aryl; cycloalkyl containing 1 to 3 rings and 3 to 7 carbons per ring which may be further fused with an unsaturated C₃-C₇ carbocyclic ring; and a 4 to 7 membered monocyclic, 7 to 11 membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur;

R₆ is hydrogen or methyl;

R₁₅, R₂₃ and R₂₉ are selected from the group consisting of H; alkyl; substituted alkyl; aryl; substituted aryl; cycloalkyl containing 1 to 3 rings and 3 to 7 carbons per ring which may be further fused with an unsaturated C₃-C₇ carbocyclic ring; a 4 to 7 membered monocyclic, 7 to 11

13
membered bicyclic, or 10 to 15 membered tricyclic saturated or unsaturated ring system having between 1 and 3 heteroatoms selected from nitrogen, oxygen, and sulfur; $R_{32}C=O$, $R_{33}SO_2$, hydroxy, O-alkyl or O-substituted alkyl;

or pharmaceutically acceptable salts, hydrates, solvates or geometric, optical or stereoisomers thereof;

wherein substituted alkyl is an alkyl group substituted with from one to four substituents selected from the group consisting of halo; trifluoromethyl; trifluoromethoxy; hydroxy; alkoxy; cycloalkoxy; heterocycloxy; oxo; alkanoyl; aryloxy; alkanoyloxy; amino; alkylamino; arylamine; aralkylamino; cycloalkylamino; heterocycloamino; disubstituted amines wherein the substituents are selected from alkyl, aryl, and aralkyl; alkanoylamino optionally substituted with halogen, alkyl, alkoxy, aryl, or araralkyl; arylamino optionally substituted with halogen, alkyl, alkoxy, aryl, or araralkyl; aralkanoylamino optionally substituted with halogen, alkyl, alkoxy, aryl, or araralkyl; thio; alkylthio; aralkylthio; cycloalkylthio; heterocyclothio; alkylthiono; arylthiono; aralkylthiono; alkylsulfonyl; arylsulfonyl; aralkylsulfonyl; sulfonamido optionally substituted with halogen, alkyl, alkoxy, aryl, or araralkyl; nitro; cyano; carboxy; carbamyl optionally substituted with halogen, alkyl, alkoxy, aryl, or araralkyl; alkoxycarbonyl; aryl; substituted aryl; granidino; and heterocyclo; and

substituted aryl is an aryl group substituted with from one to four substituents selected from the group consisting of alkyl; substituted alkyl; halo; trifluoromethyl; trifluoromethoxy; hydroxy; alkoxy; cycloalkoxy; heterocycloxy; alkanoyl; alkanoyloxy; amino; alkylamino; aralkylamino; cycloalkylamino; heterocycloamino; dialkylamino; alkanoylamino; thio; alkylthio; cycloalkylthio; heterocyclothio; ureido; nitro; cyano; carboxy; carboxyalkyl; carbamyl; alkoxycarbonyl; alkylthiono; arylthiono; alkylsulfonyl; sulfonamido; and aryloxy each of which may be optionally substituted with halo, hydroxy, alkyl, alkoxy, substituted aryl, substituted alkyl, or substituted aralkyl;

with the proviso that compounds wherein

W and X are both O; and

R_1 , R_2 and R_7 are H; and

R_3 , R_4 and R_6 are methyl; and

R_8 is H or methyl; and

G is 1-methyl-2-(substituted-4-thiazolyl-ethenyl; and

Q is as defined above

are excluded.